

Virginia Pest Management Association
Constitution and Bylaws
(amended September 27, 2017)

Article I
NAME AND LOCATION

Section 1. The name of the organization shall be the Virginia Pest Management Association, Incorporated, a nonprofit corporation in the State of Virginia and hereinafter referred to as the Association.

Section 2. Offices of the Association shall be located in such locality as may be determined by the Board of Directors.

Article II
OBJECTIVES

The objectives of this Association shall be:

Section 1. The purpose of the Association shall be as follows:

- A.) To promote and encourage high standards, conduct and ethics of the pest management industry by means of study, discussion and education regarding understanding of the pest management industry.
- B.) To foster research and distribution of knowledge of the pest management industry among its membership, the general public and to broaden public understanding of the pest management industry.
- C.) To foster, promote, maintain and encourage the civic, social and economic welfare of the pest management industry and to support our system of free competitive enterprise and individual acceptance of responsibility.
- D.) To cooperate with Federal, State and Local Government authorities for the good of the community and the pest management industry.
- E.) To cooperate with scientific and educational institutions in matters of interest to the pest management industry.
- F.) To acquire, preserve and disseminate data and available information relative to the functions and accomplishments of this Association and its members.
- G.) To cooperate with local, regional and national associations with common interests in the welfare of the pest management industry.

- H.) To undertake such other functions consistent with the Bylaws that will advance the efficiency of the Association's members.

Section 2.

The Association shall never form or enter into any agreement, understanding, combination or any other form of action designed to limit production, fix prices, suppress competition nor in any other matter restrain and monopolize trade or commerce, nor shall the Association engage in any other act or acts which might be in contravention of low or good business practices.

Article III
DEFINITIONS

Section 1a. Definition of Business Terms – The purpose of this section is to provide clarity of terms for defining membership classification.

- A.) Firm – A pest management firm as used by these Bylaws of the Association shall mean sole proprietorship, partnership, corporation, any other business entity, or group of officers holding common financial interest with a current and valid pesticide business license issued by the Virginia Department of Agriculture and Consumer Services – Office of Pesticide Services, that maintains an office, (with attended telephone service during normal business hours) and has a service vehicle with a service person actually engaged in the performance of structural pest management service, for hire to the public at large, and who, in the performance of such services, uses, and employs pesticides and or corrective measures.
- B.) Main Office – shall mean the office of a firm having more than one (1) office, where the firm's policy, having to do with control of personnel, finances, etc. is made.
- C.) Branch Office – shall mean any office under the control of the main office, which has the same firm name.
- D.) Affiliated Firm – shall mean a firm in which one (1) or more of the owners of another firm itself, hold controlling interest, or has the authority to establish and control the financial and/or operations policies of the affiliated firm. Here, the affiliated firm name would be different.
- E.) Dual Operation Firm – shall mean a firm which provides service as a pest management firm (eligible for Active membership) and acts as a supplier (eligible for Allied membership), in which both phases of the operation are controlled by the same person or management.
- F.) Service/Sales Persons – shall mean a person employed by pest management firms who rendered service to eliminate pests or make inspections and give estimates.

Section 1b. Definition of a Private Applicator – The term “private applicator”, as used in the Bylaws of the Association shall mean a person, firm, corporation, municipality, government, educational or any business entity, who has successfully passed an exam and received a private applicator’s license from the Department of Agriculture and who maintains a professional and technical interest in correct pest management technique.

Article IV MEMBERSHIP & QUALIFICATION FOR MEMBERSHIP

Section 1. Voting Membership – Only Active memberships shall be eligible to vote or hold elective office, except in the case of one allied director elected to the board.

- A) Active Member – Any pest management firm, who in the opinion of the Board of Directors, is in sympathy with, and adheres to the purposes of the Association and complies with all the provisions of the Bylaws, shall be eligible for Active membership in the Association.

- B) Membership in the Association - belongs to the firm, rather than to the individual. However, the firm shall designate the “Voting Member” on each membership application. The Membership of a firm shall be approved or rejected and maintained or terminated on the basis of the possession of a current pesticide business license and certified applicator’s license in the Commonwealth of Virginia. In the event the voting member of any firm shall change, a letter shall be submitted to the Executive Director. In the event the owner or manager of a firm shall change, the new owner or manager shall submit a membership application to the Board of Directors for continued membership under the new management.

Section 2. Non-Voting Memberships – The following membership categories shall have non-voting membership, and shall not be eligible to hold elective office in the Association, except for one Allied Director.

- A) Allied Membership – Any person, firm or corporation which manufacturers or supplies products, equipment, and/or other materials or services to the pest management industry, shall be eligible for Allied membership.

- B) Associate Membership – Any person solely engaged in structural pest management services and sanitation in Federal employment, State employment, or involved in an in-house operation in private industry, shall be eligible for Associate membership.

- C) Honorary Membership – A person who is not actively in the pest management industry or connected to the Association shall be eligible for honorary membership. Honorary membership is conferred after recommendation by a majority of the Board of Directors, and approval by three-fourths (3/4) of the members present and voting at the Annual Meeting of the Association.

- D) Secondary Membership – Each member firm may designate secondary members from the main office or from any of their branch offices pending approval by the Board of Directors. Secondary members are entitled to all Association mailings and attendance to all Association workshops and other functions.
- E) Affiliated Membership – Any person, firm or corporation which has an affiliation with the pest management industry in Virginia, including, but not limited to: students, universities, attorneys, consultants, or home inspectors, shall be eligible for affiliated membership.

Section 3. Removal – Members of any classification may be removed from membership by the Board of Directors. For any cause other than non-payment of dues, removal shall occur only after the member complained against has been advised of the complaint lodged against him and has reasonable opportunity for defense (through the Grievance Committee procedure) and such member, if removed, may appeal the decision of the Board to the Annual Meeting of the Association, providing that notice of intent to appeal is provided to the Executive Director at least ten (10) days in advance of the meeting.

Section 4. Reinstatement – Any former member (either resigned or expelled) desiring reinstatement must make application in the same manner as a new applicant. The application for reinstatement shall not be approved except upon condition of payment of all amounts of past due obligations (if any) to the Association.

Section 5. Resignation – Any member may resign by filing a written resignation with the Executive Director, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges therefore accrued and unpaid.

Article V

Dues

Section 1. Establishment of Dues – Dues and admission fees, if any, for all classes of membership shall be established by the Board of Directors. The membership year is July 1 to June 30 each year. Dues shall be payable with membership applications and annually thereafter.

Section 2. Delinquency and Cancellation – Any member of the Association who has not paid his dues by October 1, shall be considered delinquent, and a penalty assessed, as determined by the Board of Directors. The penalty along with the full dues amount shall be due. If full dues and penalty is not received by January 1, then the membership shall be terminated, and all rights, privileges and Association services shall be suspended.

Section 3. Refunds – No dues shall be refunded to any member whose membership terminates for any reason, except under such terms as may be determined by the Board of Directors.

Section 4. Payments

- A.) New Members – Applications shall be accompanied by full annual dues payment for the current year, except those submitted in the fourth quarter (April 1 to June 30). In the latter case, the amount due for the latter part of the year is one quarter of the annual dues which the applicant is to include with the succeeding year's dues.
- B.) Special Assessments – A written notice is to be sent to the Board of Directors at least twenty (20) days in advance of a special or regularly called meeting to consider a special assessment for the Association. An assessment can be levied on Active members by a three-fourths (3/4) vote of Board Members present and eligible to vote.

Section 5. Non-Payment of Dues or Assessments – Non-payment of dues and/or assessments shall constitute sufficient cause for expulsion from the Association when, in the opinion of the Board of Directors, such action is justified.

Article VI MEETINGS OF MEMBERS AND VOTING

Section 1. Annual Meeting – The Annual Meeting of the Association shall be held at such place and on such dates as may be determined by the Board of Directors.

Section 2. Special Meetings – Special meetings of the Association may be called by the Board of Directors at any time, or shall be called by the President within thirty (30) days after a written request (by twenty-five (25) regular members) has been filed with the Executive Director. The business to be transacted at any special meeting shall be stated in the notice thereof.

Section 3. Notice of Meetings - Written notice of any meeting of the Association shall be mailed to the last known address of each member not less than fifteen (15) days nor more than forty (40) days before the date of the meeting.

Section 4. Voting – At all meetings of the Association, or in all matters requiring a vote by members, each firm's "Voting Member" (as defined in Article IV, Section 1b) shall have only one (1) vote to cast, wither by mail, other readily available electronic methods, or in person. Elections will be held by a mail ballot or by other readily available distribution methods (including electronic) as provided by these bylaws. The Executive Director shall certify the election, and notify the membership of the results in writing or via readily available electronic methods within 10 days of the closing of the distributed ballot. In the event the "Voting Member" cannot attend any meeting of the Association or participate in any mail ballot, the "Voting Member" may be changed, by letter from the firm's owner or manager, to the Executive Director. This letter must be in the Executive Director's hands prior to the convening of any meeting or closing of any distributed ballot; this letter to the Executive Director can be sent and received via mail and/or other method (including electronic).

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Section 5. Voting by Mail – Proposals and elections to be offered to the members for a mail vote, shall first be approved by the Board of Directors unless the proposal is endorsed by fifty (50) regular members in which case Board approval shall not be necessary. On any mail vote, no less than twenty percent (20%) of all regular members shall cast a ballot to constitute a valid action and a majority of those voting shall determine the action.

Section 6. Quorum of Members – At an annual or special meeting of members, a quorum shall consist of twenty-five (25%) of those Active member firms registered for said meeting.

Section 7. Cancellation of Meetings – The Board of Directors may cancel any annual or special meeting for cause.

Section 8. Rules of Order – The meeting and proceedings of this Association shall be regulated and controlled according to “Roberts Rules of Order (Revised)” for parliamentary procedure, except as may be otherwise provided by these bylaws.

Article VII OFFICERS

Section 1. Elected Officers – The elected Officers of this Association shall be a President, Vice President, Secretary, Treasurer, Allied Director and National Representative.

Section 2. Qualifications – Any Active member in good standing shall be eligible for nomination and election to any elective office of this Association, except that of President, in which case, he or she shall have served at least one (1) year as a member of the Board of Directors just prior to his elective term of office; and except that of Allied Director, in which case, he or she shall be an Allied member in good standing.

Section 3. Nomination and Election of Officers - The Nominating Committee’s slate of officers shall be mailed to the membership forty-five (45) days in advance of the Annual Meeting. Any person so nominated shall have given his prior consent to nomination and election as an officer. Active members may make additional nominations in writing to the Executive Director within 15 days of the date that the slate of nominations was mailed. The final slate of nominations will be formed and mailed to the membership thirty (30) days in advance of the annual meeting.

Section 4. Term of Office – Each officer shall take office immediately upon election and shall serve for a term of one (1) year or until his successor is duly elected and qualified. Each elected officer shall serve concurrently as a member of the Board of Directors.

Section 5. Vacancies – Removal – Vacancies in any elective office may be filled for the balance of the term thereof by the Board of Directors at any regular or special meeting. The Board of Directors, in its discretion by a two-thirds (2/3) vote of all of its members, may remove any officer from office for cause.

Article VIII DUTIES OF OFFICERS

Section 1. President – The President shall preside at all meetings of the Association and of the Board of Directors, and shall be a member ex officio, with right to vote, of all committees except the Nominating Committee. However, the President may designate another member of the Board to preside in his place for short periods at meetings of the Association or the Board of Directors. He or she shall perform such duties as pertain to his office and shall promote the welfare and increase the usefulness of the Association.

Section 2. Vice President - The Vice President shall perform the duties of the President in the absence of the latter. He or she shall perform such other duties as are necessarily incident to the office of Vice President, or as may be prescribed by the President and/or the Board of Directors.

Section 3. Secretary – The Secretary shall have general charge of the minutes of the meetings of the Board of Directors and the Executive Committee, the reports of all committees, the Articles of Incorporation, and all notice in accordance with the provision of these bylaws; and shall serve as Chairman of the Constitution and Bylaws Committee.

Section 4. Treasurer – The Treasurer shall be responsible to the Association for an accounting of all monies collected and disbursed by the Association, and shall render a semi-annual report to the Board of Directors and an annual report to the membership. He or she shall also serve as Chairman of the Finance Committee.

Section 5. Allied Director – The Allied Director shall work for the common interest of the pest management industry and shall represent the views of the Allied members of the Association to the Board of Directors.

Section 6. National Representative – The National Representative shall be the representative to the National Pest Management Association (NPMA) within the state of Virginia. He or she shall advise and counsel the Virginia Pest Management Association in matters concerning NPMA and the industry.

Section 7. Fidelity Bond – The Executive Director, the President, or any other person entrusted with handling of funds or property of the Association, shall furnish, at the expense of the Association, a fidelity bond approved by the Board of Directors, in such sums as the Board may determine.

Section 8. Impeachment of Officers and Directors – The Association reserves the right to terminate the tenure of office of all officers by a two-thirds (2/3) vote of the entire membership of the Association. Termination shall be based on failure of an officer or director to comply with or abide by the Constitution and Bylaws of the Association.

Article IX
BOARD OF DIRECTORS

Section 1. Composition

- A.) All elected officers (President, Vice President, Secretary, Treasurer, Allied Director, and National Representative).
- B.) Six Directors who shall be elected by the membership, in alternating years, with three (3) being elected in one year, and three (3) being elected in the next year.
- C.) All Past Presidents who, as a group, shall have one collective vote.
- D.) An ex-officio representative from each local pest control association, appointed by that association, who shall each have one vote.

Section 2. Authority and Responsibility – The Board of Directors shall have charge of the property, funds, and the general management of the affairs of the Association, subject to such instructions as may be given by the membership.

- A.) The decisions of the Board of Directors in all Association matter shall be final, subject only to an appeal to the Association membership as hereinafter provided.
- B.) The Board of Directors shall constitute a Board of Appeal from rulings and actions of all officers and committees.
- C.) Each officer and/or director must be an Active member of the Association except for the directors elected from the Allied membership.
- D.) Any member, who may deem any action of the Board of Directors as contrary to this Constitution and Bylaws, may serve notice in writing to the Secretary to call a special meeting, or place his request for hearing on the matter on the agenda of a regular meeting. The Secretary shall, upon receipt of the member's communication, advise the Board of Directors and they shall set a time for a hearing, either in the regular meeting or in a special meeting called within sixty (60) days. The membership shall be notified, being given fifteen (15) days written notice of such event. The membership may upon completion of the hearing, render a decision, or it may postpone its vote until the next regular meeting of the Association if it deems investigation for the presentation of additional evidence necessary. The decision of the Association shall be final. Reversal of a decision of the Board shall require two-thirds (2/3) vote of the Active members of the Association present and voting.

Section 3. Absence – Any elected officer or director who shall have been absent from two (2) consecutive regular meetings of the Board of Directors during a single administrative year shall automatically vacate the seat on the Board of Directors and the vacancy shall be filled as provided by these bylaws; however, the Board of Directors shall consider each absence of

an elected officer or director as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members.

Section 4. Vacancies and Removal – Any vacancy on the Board of Directors that may occur for any reason between Annual Meetings shall be filled by a majority vote of the Board of Directors. A director so elected to fill a vacancy shall serve the unexpired term of his predecessor. The Board of Directors may in its discretion, by affirmative vote of two-thirds (2/3) of its members, remove any director for cause.

Section 5. Compensation – Board directors and elected officers shall not receive any compensation for their services.

Section 6. Term of Office – Each Board director shall take office immediately upon election, and shall serve for a term of two (2) years, or until his successor is duly elected and qualified.

Section 7. Qualifications – Any Active member in good standing shall be eligible for nomination and election to the Board of Directors.

Article X DUTIES OF BOARD OF DIRECTORS

Section 1. Government of Association – The affairs of the Association shall be managed by its Board of Directors.

Section 2. Meetings – Meetings of the Board of Directors shall be held at such times as the Board may determine. Special meetings may be called by the President.

Section 3. Quorum – - A majority of the Board of Directors (nine (9) members) shall constitute a quorum.

Section 4. Audit – An outside Certified CPA firm may, if the Board of Directors require, conduct an audit of the books of the Association prior to the spring meeting. The audit shall include the period from January 1 through December 31. The Board of Directors shall review the audit findings to assure the records have been kept in an orderly manner.

Section 5. Restriction – Reimbursements

- A.) Restrictions – No appropriations or expenditures of the Association funds shall be made except by approval of the membership or the Board of Directors. The approval of the annual budget by the Board of Directors constitutes approval of the expenses that lie therein. No officer, director, committee member or employee of the Association shall contract any obligation or incur any debt on behalf of the Association, or in any way render it liable, unless authorized by a vote of the Board of Directors, or of the membership, or as the bylaws prescribe.

B.) Reimbursement – The Executive Board and certain committees or individuals can be reimbursed for expenses when on official business for the Association. Terms and conditions of such reimbursements are to be specified by the Board of Directors.

C.) The President shall have the authority to authorize expenditures not to exceed \$300.

Article XI Executive Committee

Section 1. Composition – The Executive Committee shall be made up of the elected President, Vice President, Secretary, Treasurer, Allied Director and National Representative.

Section 2. Duties and Accountability – The Executive Committee, between meetings of the Board of Directors, shall have and shall exercise the authority of the Board of Directors in management of the Association.

Section 3. Regular Meetings – The Executive Committee shall hold regular meetings in conjunction with the regular meetings of the Board of Directors.

Section 4. Special Meetings – Special meetings of the Executive Committee may be called by or at the request of the President or not less than two-fifths (2/5) of all members of the Executive Committee.

Article XII Committees

Section 1. Principal and Standing Committees – Subject to the approval of the Board of Directors, the President shall appoint the following principal and standing committees. He or she shall appoint the chairman of each, except as prescribed by these Bylaws:

- A.) Constitution and Bylaws – Secretary is Chairman
- B.) Membership
- C.) Grievance
- D.) Public Relations
- E.) Education and Training
- F.) Regulatory, Legal and Legislative
- G.) Safety
- H.) Scholarship
- I.) Nominating
- J.) Finance – Treasurer is Chairman
- K.) Blue Sky
- L.) WDI
- M.) Association Outreach
- N.) Compensation
- O.) Suppliers Relations

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Section 2. Committee Composition – The President shall appoint as many members to any committee as he or she or the Board of Directors deem advisable, provided that no committee shall consist of less than three (3) members, exclusive of the President as an ex officio member.

Section 3. Meetings and Quorum – Meetings of any committee may be called by the chairman of the committee and a majority of the members of any committee shall constitute a quorum.

Section 4. Term – All standing committees which are appointed each year shall serve concurrently with the term of office of the Board of Directors. Special committees, appointed for a specific purpose, shall serve for a period of time as deemed advisable by the President or the Board of Directors.

Article XIII DUTIES OF COMMITTEES

Section 1. Constitution and Bylaws Committee – To the Committee on the Constitution and Bylaws are referred all propositions to revise, alter or amend the Constitution and Bylaws. The Committee shall examine and report to the Board of Directors and the membership upon all such propositions.

Section 2. Membership Committee – The Membership Committee is responsible for periodically reviewing membership benefits and assisting the executive staff in promoting membership in the Association.

Section 3. Grievance Committee – It shall be the duty of the Grievance Committee to hear, investigate and report and recommend to the Board of Directors, within a reasonable time, the grievance which any member of the Association may have against the Association or any other member thereof. When a complaint in writing is received from any source, against a member or non-member of the Association and if the public is involved it shall be investigated promptly by the Committee, which shall then make every effort to bring about the cessation of the complaint.

Section 4. Public Relations Committee – It shall be the duty of the Public Relations Committee to issue press releases designated to stimulate public interest in the pest management industry, to prepare advertising copy and other data which will aid the membership and result in an enlightened public acceptance of the industry; to survey potential markets for pest management services, to aid in the preparation of Association promotional activities, and to further goodwill with uses of pest management services.

Section 5. Education and Training Committee – It shall be the duty of the Education Committee to recommend education programs which may be beneficial to the members in furthering professionalism in the pest management industry and to work with program chairmen to assist in arranging such programs.

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Section 6. Regulatory, Legal and Legislative Committee – It shall be the duty of the Regulatory, Legal and Legislative Committee to procure professional advice for the Association, dealing with federal, state or local laws and regulations. This committee will act as liaison between the Association, VDACS and the Pesticide Control Board.

Section 7. Safety Committee – It shall be the duty of the Safety Committee to study and recommend to the Association safe working practices to be used by member firms, to work with the health and government departments for greater safety measures within the industry and to perform other relevant duties assigned to it by the President or Board of Directors.

Section 8. Scholarship Committee – It shall be the duty of the Scholarship Committee to evaluate the funding that should be allotted to the scholarship grants and to promote fundraising activities to provide funding for these grants, and to award the scholarship grants.

Section 9. Nominating Committee – It shall be the duty of the Nominating Committee to present a slate of officers and directors for election to the President sixty (60) days in advance of the annual meeting.

Section 10. Finance Committee – The Finance Committee shall be chaired by the Treasurer. The Finance Committee's duties shall be:

- A.) Present to the Board of Directors a proposed operating budget for the next fiscal year.
- B.) Present a mid-year budget review to the Board of Directors.
- C.) Arrange for an in-house annual audit of financial records.
- D.) Arrange for an annual Financial Statement by an accredited CPA firm.
- E.) Develop and maintain systems of evaluation of the use of Association funds and make recommendations accordingly.

Section 11. Information and Technology Committee – The duty of the Information and Technology Committee shall be to oversee the maintenance of the VPMA website and to use social media and technology to relay information to the membership.

Section 12. Blue Sky Committee – The duty of the Blue Sky Committee shall be to explore sources of non-dues revenue to support the Association's education programs.

Section 13. WDI Committee – The duty of the WDI Committee is to oversee the VPMA Certified WDI Inspector Training Program, and address other WDI issues as directed by the Board of Directors.

Section 14. Association Outreach Committee – The duty of the Association Outreach Committee shall be to develop ideas that will spread the message of VPMA to the public and to create tools and resources for members to use to reach out to the public.

Section 15. Compensation Committee – The duty of the Compensation Committee shall be to make recommendations to the Board regarding the contract and compensation for the association management firm hired to manage VPMA.

Section 16. Supplier Relations Committee – The duty of the Suppliers Relations Committee is to act as liaison between VPMA and Industry Suppliers to nurture the relationship.

Article XIV DISSOLUTION

Section 1. The Association shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall insure or be distributed to members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one (1) or more regularly organized and qualified charitable, education, scientific, or philanthropic organizations to be selected by the Board of Directors.

Article XV AMENDMENTS

Section 1. This Constitution and Bylaws may be amended or repealed by a two-thirds (2/3) vote of the regular members present at any Annual Meeting of the Association, duly called and regularly held, notice of such proposed changes having been sent in writing to the members thirty (30) days before the meeting. Amendments may be proposed by the Board of Directors on its own initiative, or upon petition of twenty-five (25) regular members addressed to the Board. All such proposed amendments shall be presented by the Board to the membership, with or without recommendation.